



PAID T.R.A.

Chk # 50021132

Amount 25.00

Rcvd By JP

Date 1-10-05

4 Broad Center, Suite 200
Salt Lake City, UT 84180
Phone (801) 924-6360
Fax (801) 924-6363

January 7, 2005

Ms Betty Bailey
Utility Rate Specialist
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

DOCKET NO.

05-00010

RECEIVED
2005 JAN 11 AM 9:19
T.R.A. DOCKET ROOM

RE Application for Name Change from Electric Lightwave, Inc to Electric Lightwave, LLC

Dear Ms Bailey

Enclosed please find an original and three (3) copies of the above-captioned Application for filing with the Tennessee Regulatory Authority. Also enclosed are the following

- 1 A \$25 00 check to cover the filing fee
- 2 A copy of the current bond issued by Seaboard Surety Company
- 3 The replacement bond issued by Westchester Fire Insurance Company along with accompanying documents
- 4 The application and approval for Electric Lightwave, LLC to conduct business in the State of Tennessee
- 5 The Application for Certificate of Withdrawal of Electric Lightwave, Inc to the State of Tennessee
- 6 The State of Delaware certifying Electric Lightwave, LLC

Enclosed also please find a duplicate of this letter and a self-addressed, stamped envelope. Please date-stamp the duplicate upon receipt and return it in the envelope provided. Please do not hesitate to call Barbara Graves, at (801) 924-6360 if you have any questions.

Respectfully submitted,

Aloa Stevens

Aloa Stevens
Director, State Government Affairs

Enclosures

Before the
STATE OF TENNESSEE
TENNESSEE REGULATORY AUTHORITY

In the Matter of the Application of)	
)	
ELECTRIC LIGHTWAVE, INC.)	
Company ID: 00123427)	
)	Docket No.
For Approval to Change the Name of)	
Electric Lightwave, Inc. to Electric Lightwave,)	
LLC)	

APPLICATION

Electric Lightwave, Inc. ("ELI") respectfully requests that the Tennessee Regulatory Authority ("TRA") approve or grant the name change to Electric Lightwave, LLC ("EL LLC"). EL LLC requests that the TRA take any action necessary to approve this application at its earliest possible convenience.

Specifically, as described below, the Applicant proposes that ELI's intrastate customer base, tariff and Certificate of Convenience and Necessity ("CCN") No. 98-00578 as a reseller of telecommunications services be transferred to EL LLC. The request is for a name change only. There will be no changes to operations or management and will not result in any loss or impairment of service to customers. End users will continue to receive service at the same rates, terms and conditions.

I. The Applicant

EL LLC has complied with the provisions of § 48-246-301 of the Tennessee Limited Liability Company Act and is duly registered to transact business as a foreign limited liability company effective 18 August 2003, (Exhibit A). It is a subsidiary of Citizens Communications Company ("Citizens"). Citizens stock is publicly traded on the New York Stock Exchange under the symbol czn. Exhibit B is an organizational chart.

As required by the TRA a copy of the current bond with Seaboard Surety Company that expires on January 23, 2004, is attached. The replacement bond with Westchester Fire Insurance Company effective January 23, 2005 is also attached.

II. Designated Contacts

The designated contact for questions concerning this Application is:

Charles Best, Esq.
Electric Lightwave, LLC
4400 NE 77th Avenue
Vancouver, WA 98662
360-816-3311 Voice
360-816-0999 Fax

Copies of any correspondence should also be sent to:

Aloa Stevens
Electric Lightwave, LLC
4 Triad Center, Suite 200
Salt Lake City, UT 84180
801-924-6356 Voice
801-924-6363 Fax

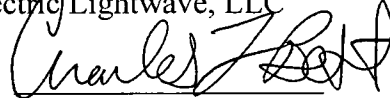
III. Description of Name Change

Electric Lightwave, Inc., a Delaware corporation, filed a Certificate of Conversion to a limited liability company on 21 November 2002, pursuant to Section 266 of the Delaware General Corporation and Section 18-214 of the Limited Liability Company Act. The Delaware Secretary of State certified the name change to a limited liability company on 5 February 2003. (Exhibit C, D)

Respectfully submitted,

Electric Lightwave, LLC

By

A handwritten signature in black ink, appearing to read "Charles Best", with a horizontal line extending to the right.

Charles Best, Esq

Vice President

Administration and Legal Affairs

Electric Lightwave, LLC

4400 NE 77th Avenue

Vancouver, WA 98662

Dated December 26, 2004

TENNESSEE REGULATORY AUTHORITY**TENNESSEE TELECOMMUNICATIONS SERVICE PROVIDER'S SURETY BOND**Bond #: SU 1980

WHEREAS ELECTRIC LIGHTWAVE, LLC (the "Principal"), has applied to the Tennessee Regulatory Authority for authority to provide telecommunications services in the State of Tennessee, and

WHEREAS, under the provisions of Title 65, Chapter 4, Section 125(j) of the Tennessee Code Annotated, as amended, the Principal is required to file this bond in order to obtain such authority and to secure the payment of any monetary sanction imposed in any enforcement proceeding brought under Title 65 of the Tennessee Code Annotated or the Consumer Telemarketing Act of 1990 by or on behalf of the Tennessee Regulatory Authority (the "TRA"); and

WHEREAS SEABOARD SURETY COMPANY (the "Surety"), a corporation licensed to do business in the State of Tennessee and duly authorized by the Tennessee Commissioner of Insurance to engage in the surety business in this state pursuant to Title 56, Chapter 2 of the Tennessee Code Annotated, has agreed to issue this bond in order to permit the Principal to comply with the provisions of Title 65, Chapter 4, Section 125(j) of the Tennessee Code Annotated;

NOW THEREFORE, BE IT KNOWN, that we the Principal and the Surety are held and firmly bound to the STATE OF TENNESSEE, in accordance with the provisions of Tennessee Code Annotated, Title 65, Chapter 4, Section 125(j), in the full amount of twenty thousand dollars (\$20,000.00) lawful money of the United States of America to be used for the full and prompt payment of any monetary sanction imposed against the Principal, its representatives, successors or assigns, in any enforcement proceeding brought under Title 65 of Tennessee Code Annotated or the Consumer Telemarketing Act of 1990, by or on behalf of the TRA, for which obligation we bind ourselves, our representatives, successors and assigns, each jointly and severally, firmly and unequivocally by these presents

This bond shall become effective on the 23rd day of Jan. 20⁰³, and shall be continuous; provided, however, that each annual renewal period or portion thereof shall constitute a new bond term. Regardless of the number of years this bond may remain in force, the liability of the Surety shall not be cumulative, and the aggregate liability of the Surety for any and all claims, suits or actions under this bond shall not exceed Twenty Thousand Dollars (\$20,000.00). The Surety may cancel this bond by giving thirty (30) days written notice of such cancellation to the TRA and Principal by certified mail, it being understood that the Surety shall not be relieved of liability that may have accrued under this bond prior to the date of cancellation

PRINCIPALELECTRIC LIGHTWAVE, LLC

Name of Company authorized by the TRA

Company ID # as assigned by TRA

SIGNATURE OF PRINCIPAL

Name:
Title:**SURETY**SEABOARD SURETY COMPANY

Name of Surety

233 BroadwayNew York, New York 10279

Address of Surety

SIGNATURE OF SURETY AGENT

Name: Natalie Reingold
Title: Attorney-in-FactAddress of Surety Agent:
MARSH USA INC.
107 Elm Street
Stamford, CT 06902

THIS BOND IS ISSUED IN ACCORDANCE WITH THE PROVISIONS OF SECTION 125, CHAPTER 4, TITLE 65 OF THE TENNESSEE CODE ANNOTATED AS AMENDED BY CHAPTER NO. 266, 1000 PUBLIC ACTS. SHOULD THERE BE ANY CONFLICT WITH THE TERMS HEREOF AND THE STATUTE OR REGULATIONS PROMULGATED THEREUNDER, THE STATUTE OR REGULATIONS SHALL PREVAIL. (POWER OF ATTORNEY FROM AN APPROVED INSURANCE COMPANY MUST BE ATTACHED.)

TENNESSEE REGULATORY AUTHORITY

TENNESSEE TELECOMMUNICATIONS SERVICE PROVIDER'S SURETY BOND

Bond # K07043296

WHEREAS, ELECTRIC LIGHTWAVE, LLC (the "Principal"), has applied to the Tennessee Regulatory Authority for authority to provide telecommunications services in the State of Tennessee, and

WHEREAS, under the provisions of Title 65, Chapter 4, Section 125(j) of the Tennessee Code Annotated, as amended, the Principal is required to file this bond in order to obtain such authority and to secure the payment of any monetary sanction imposed in any enforcement proceeding brought under Title 65 of the Tennessee Code Annotated or the Consumer Telemarketing Act of 1990 by or on behalf of the Tennessee Regulatory Authority (the "TRA"), and

WHEREAS, WESTCHESTER FIRE INSURANCE COMPANY

(the "Surety"), a corporation licensed to do business in the State of Tennessee and duly authorized by the Tennessee Commissioner of Insurance to engage in the surety business in this state pursuant to Title 56, Chapter 2 of the Tennessee Code Annotated, has agreed to issue this bond in order to permit the Principal to comply with the provisions of Title 65, Chapter 4, Section 125(j) of the Tennessee Code Annotated,

NOW THEREFORE, BE IT KNOWN, that we the Principal and the Surety are held and firmly bound to the STATE OF TENNESSEE, in accordance with the provisions of Tennessee Code Annotated, Title 65, Chapter 4, Section 125(j), in the full amount of twenty thousand dollars (\$20,000 00) lawful money of the United States of America to be used for the full and prompt payment of any monetary sanction imposed against the Principal, its representatives, successors or assigns, in any enforcement proceeding brought under Title 65 of Tennessee Code Annotated or the Consumer Telemarketing Act of 1990, by or on behalf of the TRA, for which obligation we bind ourselves, our representatives, successors and assigns, each jointly and severally, firmly and unequivocally by these presents

This bond shall become effective on the 23rd day of Jan, 2005, and shall be continuous, provided, however, that each annual renewal period or portion thereof shall constitute a new bond term. Regardless of the number of years this bond may remain in force, the liability of the Surety shall not be cumulative, and the aggregate liability of the Surety for any and all claims, suits or actions under this bond shall not exceed Twenty Thousand Dollars (\$20,000 00). The Surety may cancel this bond by giving thirty (30) days written notice of such cancellation to the TRA and Principal by certified mail, it being understood that the Surety shall not be relieved of liability that may have accrued under this bond prior to the date of cancellation.

PRINCIPAL

ELECTRIC LIGHTWAVE, LLC

Name of Company authorized by the TRA

Company ID # as assigned by TRA

SIGNATURE OF PRINCIPAL

Virginia C. Coode
Name: Virginia C. Coode
Title: Assistant Secretary

SURETY

WESTCHESTER FIRE INSURANCE COMPANY

Name of Surety

140 Broadway

New York, New York 10005

Address of Surety

SIGNATURE OF SURETY AGENT

Natalie Reingold
Name: Natalie Reingold
Title: Attorney-In-Fact

Address of Surety Agent:

MARSH USA Inc.

601 Merritt 7

Norwalk, CT 06856

THIS BOND IS ISSUED IN ACCORDANCE WITH THE PROVISIONS OF SECTION 125, CHAPTER 4, TITLE 65 OF THE TENNESSEE CODE ANNOTATED AS AMENDED BY CHAPTER NO. 586, 2000 PUBLIC ACTS. SHOULD THERE BE ANY CONFLICT WITH THE TERMS HEREOF AND THE STATUTE OR REGULATIONS PROMULGATED THEREUNDER, THE STATUTE OR REGULATIONS SHALL PREVAIL. (POWER OF ATTORNEY FROM AN APPROVED INSURANCE COMPANY MUST BE ATTACHED.)

ACKNOWLEDGMENT OF PRINCIPAL

STATE OF TENNESSEE
COUNTY OF _____

Before me, a Notary Public of the State and County aforesaid, personally appeared _____
with whom I am personally acquainted and who, upon oath, acknowledged himself to be the individual who executed the foregoing
bond on behalf of _____, and he acknowledged to me that he executed the same

WITNESS my hand and seal this _____ day of _____, 20____

My Commission Expires

_____, 20____

Notary Public

ACKNOWLEDGMENT OF SURETY

STATE OF ~~TENNESSEE~~ CONNECTICUT
COUNTY OF _____ FAIRFIELD

Before me, a Notary Public of the State and County aforesaid, personally appeared Natalie Reingold
_____ with whom I am personally acquainted and who, upon oath, acknowledged himself to be the individual who executed the
foregoing bond on behalf of Westchester Fire*, the within named Surety, a corporation licensed to do business in the
State of Tennessee and duly authorized by the Tennessee Commissioner of Insurance to engage in the surety business in this state
pursuant to Title 56, Chapter 2 of the Tennessee Code Annotated, and that he as such an individual being authorized to do so,
executed the foregoing bond, by signing the name of the corporation by himself and as such individual

*Insurance Company

WITNESS my hand and seal this 10th day of November, 2005

My Commission Expires

November 30, 2000-2007

Karen A. McNally
Notary Public

KAREN A. McNALLY
NOTARY PUBLIC
MY COMMISSION EXPIRES NOV 30, 2007

APPROVAL AND INDORSEMENT

This is to certify that I have examined the foregoing bond and found the same to be sufficient and in conformity to law, that the
sureties on the same are good and worth the penalty thereof, and that the same has been filed with the Tennessee Regulatory
Authority, State of Tennessee, this _____ day of _____, 20____

Name
Title

Power of Attorney

106166

WESTCHESTER FIRE INSURANCE COMPANY



1066445

Know all men by these presents: That **WESTCHESTER FIRE INSURANCE COMPANY**, a corporation of the State of New York, having its principal office in the City of Atlanta, Georgia, pursuant to the following Resolution, adopted by the Board of Directors of the said Company on November 8, 1999, to wit:

- "RESOLVED, that the following Rules shall govern the execution for the Company of bonds, undertakings, recognizances, contracts and other writings in the nature thereof:
- (1) That the President, any Senior Vice President, any Vice President, and Assistant Vice President, or any Attorney-in-Fact, may execute for and on behalf of the Company any and all bonds, undertakings, recognizances, contracts and other writings in the nature thereof, the same to be attested when necessary by the Corporate Secretary, or any Assistant Corporate Secretary, and the seal of the Company affixed thereto, and that the President, any Senior Vice President, any Vice President or any Assistant Vice President may appoint and authorize any other Officer (elected or appointed) of the Company, as Attorneys-In-Fact to so execute or attest to the execution of all such writings on behalf of the Company and to affix the seal of the Company thereto
 - (2) Any such writing executed in accordance with these Rules shall be as binding upon the Company in any case as though signed by the President and attested to by the Corporate Secretary
 - (3) The signature of the President, or a Senior Vice President, or a Vice President, or an Assistant Vice President and the seal of the Company may be affixed by facsimile on any power of attorney granted pursuant to this Resolution, and the signature of a certifying Officer and the seal of the Company may be affixed by facsimile to any certificate of any such power, and any such power or certificate bearing such facsimile signature and seal shall be valid and binding on the Company.
 - (4) Such other Officers of the Company, and Attorneys-In-Fact shall have authority to certify or verify copies of this Resolution, the By-Laws of the Company, and any affidavit or record of the Company necessary to the discharge of their duties
 - (5) The passage of this Resolution does not revoke any earlier authority granted by Resolutions of the Board of Directors

Does hereby nominate, constitute and appoint **KAREN A. MCNALLY, LAURA MANRIQUE and JEANNE M. BARRETT** all of the City of Norwalk, State of Connecticut; **NATALIE REINGOLD and ELY PSIJAS** both of the City of Norwalk, State of Connecticut each individually if there be more than one named, its true and lawful attorney-in-fact, to make, execute, seal and deliver on its behalf, and as its act and deed any and all bonds, undertakings, recognizances, contracts and other writings in the nature thereof in penalties not exceeding Ten Million Dollars (\$10,000,000) and the execution of such writings in pursuance of these presents shall be as binding upon said Company, as fully and amply as if they had been duly executed and acknowledged by the regularly elected officers of the Company at its principal office

IN WITNESS WHEREOF, the said Stephen M. Haney, Vice-President, has hereunto subscribed his name and affixed the corporate seal of the said **WESTCHESTER FIRE INSURANCE COMPANY** this 2nd day of July, 2004:



WESTCHESTER FIRE INSURANCE COMPANY

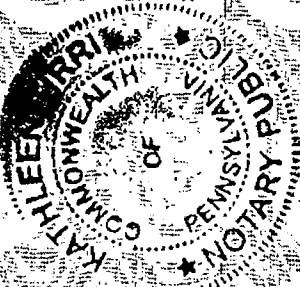
Stephen M. Haney

Stephen M. Haney, Vice President

COMMONWEALTH OF PENNSYLVANIA
COUNTY OF PHILADELPHIA ss

On this 2nd day of July, A.D. 2004, before me, a Notary Public of the Commonwealth of Pennsylvania in and for the County of Philadelphia came Stephen M. Haney, Vice-President of the **WESTCHESTER FIRE INSURANCE COMPANY** to me personally known to be the individual and officer who executed the preceding instrument, and he acknowledged that he executed the same, and that the seal affixed to the preceding instrument is the corporate seal of said Company, that the said corporate seal and his signature were duly affixed by the authority and direction of the said corporation, and that Resolution, adopted by the Board of Directors of said Company, referred to in the preceding instrument, is now in force

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Philadelphia the day and year first above written



NOTARIAL SEAL
Kathleen Tirri, Notary Public
Philadelphia, Philadelphia County
My commission expires September 22, 2007

Kathleen Tirri

Notary Public

I, the undersigned Secretary of **WESTCHESTER FIRE INSURANCE COMPANY**, do hereby certify that the original POWER OF ATTORNEY, of which the foregoing is a substantially true and correct copy, is in full force and effect

In witness whereof, I have hereunto subscribed my name as Secretary, and affixed the corporate seal of the Corporation, this 10 day of November, 2004



George D. Mulligan

George D. Mulligan, Secretary

THIS POWER OF ATTORNEY MAY NOT BE USED TO EXECUTE ANY BOND WITH AN INCEPTION DATE AFTER July 2, 2006

WESTCHESTER FIRE INSURANCE COMPANY

FINANCIAL STATEMENT

DECEMBER 31, 2003

ADMITTED ASSETS

BONDS	\$1,211,249,339
SHORT - TERM INVESTMENTS	32,096,506
STOCKS	2,499,900
REAL ESTATE	0
CASH ON HAND AND IN BANK	2,502,736
PREMIUM IN COURSE OF COLLECTION*	77,829,346
INTEREST ACCRUED	13,923,276
OTHER ASSETS	<u>94,597,742</u>
TOTAL ASSETS	<u>1,434,698,845</u> ✓

LIABILITIES

RESERVE FOR UNEARNED PREMIUMS	\$379,073,789
RESERVE FOR LOSSES	747,946,558
RESERVE FOR TAXES	8,300,884
FUNDS HELD UNDER REINSURANCE TREATIES	13,943
OTHER LIABILITIES	<u>(176,810,273)</u>
TOTAL LIABILITIES	<u>\$958,524,901</u>

CAPITAL SPECIAL SURPLUS	\$117,300,000
CAPITAL: 928,592 SHARES, \$4.85 PAR VALUE	4,503,671
CAPITAL PAID IN	128,333,500
SURPLUS (UNASSIGNED)	<u>226,036,772</u>
SURPLUS TO POLICYHOLDERS	<u>476,173,943</u>

TOTAL \$1,434,698,844 ✓

(*EXCLUDES PREMIUM MORE THAN 90 DAYS DUE)

STATE OF PENNSYLVANIA

COUNTY OF PHILADELPHIA

John P. Taylor being duly sworn, says that he is Vice President of Westchester Fire Insurance Company and that to the best of his knowledge and belief the foregoing is a true and correct statement of the said Company's financial condition as of the 31st day of December, 2003

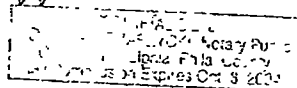
Sworn before me this 16th day of April, 2004

[Signature]
Vice President

[Signature]
Notary Public

10/18/2004
My commission expires

(short forms 2003 w/fic)



ace usa

Westchester Fire Insurance Company

Insurance Company

Electric Lightwave, LLC

Policy Holder

K07043296

Policy Number

MARSH USA Inc.

Broker/Producer

POLICYHOLDER DISCLOSURE NOTICE OF TERRORISM INSURANCE COVERAGE

You should be aware that under the Terrorism Risk Insurance Act of 2002 ("The Act") effective November 28, 2002, any losses caused by certified acts of terrorism under your existing coverage may be partially reimbursed by the United States under a formula established by federal law (applicability is subject to the terms and conditions of each individual policy). The Act was specifically designed to address the ability of businesses and individuals to obtain property and casualty insurance for terrorism and to protect consumers by addressing market disruptions and ensure the continued availability of terrorism coverage.

Under the terms of The Act, you may now have the right to purchase insurance coverage for losses arising out of acts of terrorism, as defined in Section 102(1) of the Act: The term "act of terrorism" means any act that is certified by the Secretary of the Treasury, in concurrence with the Secretary of State, and the Attorney General of the United States—to be an act of terrorism, to be a violent act or an act that is dangerous to human life, property, or infrastructure; to have resulted in damage within the United States, or outside the United States in the case of an air carrier or vessel or the premises of a United States mission; and to have been committed by an individual or individuals acting on behalf of any foreign person or foreign interest, as part of an effort to coerce the civilian population of the United States or to influence the policy or affect the conduct of the United States Government by coercion.

Responsibility for Compensation under The Act is shared between insurance companies covered by The Act and the United States. Under the formula set forth in The Act, the United States pays 90% of covered terrorism losses exceeding the statutorily established deductible, which is paid by the insurance company providing the coverage.

We are providing you with the terrorism coverage required by The Act. We have not established a separate price for this coverage; however, the portion of your premium that is reasonably attributable to such coverage is: \$0.

4890 1206

FILED

State of Tennessee



Department of State
Corporate Filings
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, TN 37243

APPLICATION FOR
CERTIFICATE OF AUTHORITY

For Office Use Only

RECEIVED
AUG 18 PM 1:14
SECRETARY OF STATE

To the Secretary of State of the State of Tennessee:

Pursuant to the provisions of § 48-246-301 of the Tennessee Limited Liability Company Act, the undersigned hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the Limited Liability Company is: Electric Lightwave, LLC

if different, the name under which the certificate of authority is to be obtained is: _____

NOTE: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign Limited Liability Company if its name does not comply with the requirements of § 48-207-101 of the Tennessee Limited Liability Company Act. If obtaining a certificate of authority under an assumed Limited Liability Company name, an application must be filed pursuant to § 48-207-101(d).

2. The state or country under whose law it is formed is: Delaware3. The date of its organization is: 7/18/1990 (must be month, day and year)

4 The complete street address (including zip code) of its principal office is:

3 High Ridge Park, Stamford, CT 06905

Street

City/State

Zip Code

5. The complete street address (including the county and the zip code) of its registered office in Tennessee:

530 Gay Street, Knoxville, TN 37902

Street

City/State

County

Zip Code

The name of its registered agent at that office is: C T Corporation System6 The number of members at the date of filing One7. If the limited liability company commenced doing business in Tennessee prior to the approval of this application, the date of commencement (month, day and year) 11/21/2002

NOTE: This application must be accompanied by a certificate of existence (or a document of similar import) duly authenticated by the Secretary of State or other official having custody of the Limited Liability Company records in the state or country under whose law it is organized. The certificate shall not bear a date of more than two (2) months prior to the date the application is filed in this state.

7/30/2003

Signature Date

Assistant Secretary

Signer's Capacity

Electric Lightwave, LLC

Name of Limited Liability Company

Virginia L. Coogle

Signature

Virginia L. Coogle

Name (typed or printed)

Secretary of State**Division of Business Services****312 Eighth Avenue North****6th Floor, William R. Snodgrass Tower****Nashville, Tennessee 37243**

DATE: 09/03/03
REQUEST NUMBER: 4901-2074
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 08/18/03 1349
EFFECTIVE DATE/TIME: 08/18/03 1349
CONTROL NUMBER: 0453158

TO:
CITIZENS COMMUNICATIONS COMPANY
ATTN: VIRGINIA COOGLE
3 HIGH RIDGE PARK
STAMFORD, CT 06905

RE:
ELECTRIC LIGHTWAVE, LLC
APPLICATION FOR CERTIFICATE OF AUTHORITY -
LIMITED LIABILITY COMPANY

WELCOME TO THE STATE OF TENNESSEE. THE ATTACHED LIMITED LIABILITY COMPANY CERTIFICATE OF AUTHORITY HAS BEEN FILED WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

A LIMITED LIABILITY COMPANY ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF STATE ON OR BEFORE THE FIRST DAY OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE LIMITED LIABILITY COMPANY'S FISCAL YEAR. ONCE THE FISCAL YEAR HAS BEEN ESTABLISHED, PLEASE PROVIDE THIS OFFICE WITH WRITTEN NOTIFICATION. THIS OFFICE WILL MAIL THE REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE LIMITED LIABILITY COMPANY AT THE ADDRESS OF ITS PRINCIPAL OFFICE OR TO A MAILING ADDRESS PROVIDED TO THIS OFFICE IN WRITING. FAILURE TO FILE THIS REPORT OR TO MAINTAIN A REGISTERED AGENT AND OFFICE WILL SUBJECT THE LIMITED LIABILITY COMPANY TO ADMINISTRATIVE REVOCATION OF ITS CERTIFICATE OF AUTHORITY.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE REFER TO THE LIMITED LIABILITY COMPANY CONTROL NUMBER GIVEN ABOVE.

FOR: APPLICATION FOR CERTIFICATE OF AUTHORITY -
LIMITED LIABILITY COMPANY

ON DATE: 08/18/03

FROM:
ELECTRIC LIGHTWAVE, INC.
3 HIGH RIDGE PARK

RECEIVED: FEES \$300.00 \$0.00

TOTAL PAYMENT RECEIVED: \$300.00

STAMFORD, CT 06905-0000

RECEIPT NUMBER: 00003346729
ACCOUNT NUMBER: 00264491



Riley C. Darnell

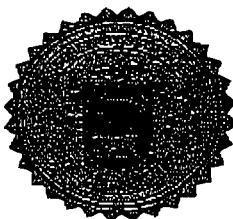
RILEY C. DARNELL
SECRETARY OF STATE

4890 1207
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ELECTRIC LIGHTWAVE, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-THIRD DAY OF JULY, A.D. 2003.



2236297 8300

030483364

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2581200

DATE: 08-13-03

4390 1205

State of Tennessee



Department of State

Corporate Filings
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, TN 37243

APPLICATION FOR CERTIFICATE OF
WITHDRAWAL

For Office Use Only
FILED
RECEIVED
JAN 13 2004
PM 1:49
CLERK OF STATE

To the Secretary of State of the State of Tennessee:

Pursuant to the provisions of Section 48-25-201 of the Tennessee Business Corporation Act or Section 48-65-201 of the Tennessee Nonprofit Corporation Act, the undersigned corporation hereby applies for a certificate of withdrawal from the State of Tennessee, and for that purpose sets forth:

1. The name of the corporation is _____

Electric Lightwave, Inc

If different, the name under which the certificate of authority was obtained is _____

2. The state or country under whose law it is incorporated is Delaware

3. The corporation is not transacting business in the State of Tennessee and surrenders its authority to transact business in this state.

4. Indicate which of the following statements apply by marking the appropriate box:

☐ The corporation continues its registered agent and registered office in the State of Tennessee.☒ The corporation hereby revokes the authority of its registered agent to accept service on its behalf and appoints the Secretary of State as its agent for service of process in any proceeding based on a cause of action arising during the time it was authorized to transact business in this state.

5. The mailing address (including zip code) to which the Secretary of State may mail a copy of any process served on him is

3 High Ridge Park, Stamford, CT 06905

6. The undersigned corporation makes the commitment to notify the Secretary of State in the future of any change in its mailing address.

[NOTE: Prior to this document being accepted for filing, the Division of Business Services will request tax clearance verification from the Tennessee Department of Revenue that the business has properly filed all reports and paid all required taxes and penalties. If we cannot obtain such tax clearance verification from the Department of Revenue, this document will be rejected and returned to the applicant.]

7/30/2003

Signature Date

Assistant Secretary

Signer's Capacity

Electric Lightwave, Inc.

Name of Corporation

Virginia L. Coogle

Signature

Virginia L. Coogle

Name (typed or printed)

0313506